

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
PINNACLE AIRLINES CORP., <i>et al.</i>	:	Case No. 12-11343 (REG)
	:	
Debtors.	:	(Jointly Administered)

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**DECLARATION OF ELIZABETH M. PILECKI IN OPPOSITION
TO DEBTORS' MOTION TO REJECT THE COLLECTIVE
BARGAINING AGREEMENT WITH THE ASSOCIATION
OF FLIGHT ATTENDANTS-CWA PURSUANT TO
11 U.S.C. SECTION 1113**

Elizabeth M. Pilecki, hereby declares under penalties of perjury that:

1. I am a partner with Kennedy, Jennik & Murray, P.C., counsel to the Association of Flight Attendants – CWA. I submit this declaration in opposition to Debtor's Motion to Reject Collective Bargaining Agreements With the Air Line Pilots Association, International and the Association of Flight Attendants –CWA Pursuant to 11 U.S.C. § 1113.

2. Attached hereto as Exhibit 1 is a true and correct copy of an email dated March 19, 2012 bearing Bates No. PNCL(1113)0000000065 and marked "Confidential" which was produced by the Debtors.¹

3. Attached hereto as Exhibit 2 is a true and correct copy of an email dated March 20, 2012 from Patrick Ryan to Jason Cude, Bates No. PNCL(1113)0000000068 and marked "Confidential".

¹ All documents referred to as bearing a Bates number starting with "PNCL(1113)" refer to documents produced by the Debtors in response to requests for the production of documents by the Association of Flight Attendants – CWA or by the Air Line Pilots Association in this Section 1113 proceeding.

4. Attached hereto as Exhibit 3 is a true and correct copy of a document entitled “Pinnacle – Flight Attendant Pay Comparison, Bates No. PNCL(1113)0000000067 and marked “Confidential”.

5. Attached hereto as Exhibit 4 is a true and correct copy of an email dated June 18, 2012 from Jason Cude to Nikita Levin and Ginger Hughes with an attachment entitled “Pinnacle Pass Throughs included in Analysis”, Bates No. PNCL(1113)0000000009-1 through PNCL(1113)0000000016-1, and marked “Confidential”.

6. Attached hereto as Exhibit 5 is a true and correct copy of an email dated June 27, 2012 from Don Bornhorst to John Spanjers, Bates No. PNCL(1113)0000000017 and marked “Confidential”.

7. Attached hereto as Exhibit 6 is a true and correct copy of a document entitled “PNCL Consolidated” which is located in the Pinnacle Data Room as document 2.2, “All Contracts LRO Delta PNCL P&L (5.8.2012)_Dataroom.CONFIDENTIAL”.

8. Attached hereto as Exhibit 7 is a true and correct copy of a document entitled “PNCL Consolidated” which is located in the Pinnacle Data Room as document 2.10, “All Contracts 2013+LRO PNCL (8.16.2012)_Dataroom.CONFIDENTIAL”.

9. Attached hereto as Exhibit 8 is the a true and correct copy of transcript excerpts from a hearing held on May 14, 2012 before Judge Robert D. Drain, U.S. Bankruptcy Court Judge in Hostess Brands, Inc., No. 12-cv-22052(RDD) (Bankr. S.D.N.Y. May 14, 2012) and includes Judge Drain’s decision on the Debtors’ Motion to Reject Certain Collective Bargaining Agreements and Modify Certain Retiree Benefit Obligations, Pursuant to Sections 1113 and 1114(g) of the Bankruptcy Code.

10. Attached hereto as Exhibit 9 is a true and correct copy of an email dated June 27, 2012 from Don Bornhorst to John Spanjers, Bates No. PNCL(1113)0000000017 and marked “Confidential”.

Executed this 5th day of October, 2012
New York, New York

/s/ Elizabeth Pilecki, Esq.